

BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
NICHOLAS A. KOFFROTH, ESQ.
Nevada Bar No. 16264
FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
Telephone: (702) 262-6899
Facsimile: (702) 597-5503
Email: baxelrod@foxrothschild.com
Email: nkoffroth@foxrothschild.com
Counsel for Debtor

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re

CASH CLOUD, INC.,
dba COIN CLOUD,

Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**PROVINCE, LLC'S MONTHLY FEE
STATEMENT OF SERVICES RENDERED
AND EXPENSES INCURRED FOR THE
PERIOD FROM MAY 1, 2024 THROUGH
MAY 31, 2024**

Hearing Date: N/A

Hearing Time: N/A

Province, LLC ("Province"), financial advisor to the Cash Cloud, Inc. (the "Debtor"), debtor and debtor-in-possession in the above-captioned case (the "Chapter 11 Case"), hereby submits this *Monthly Fee Statement for Services Rendered and Expenses Incurred for the Period from May 1, 2024 Through May 31, 2024* (the "Statement"), pursuant to the *Final Order Authorizing Retention and Employment of Province, LLC as Financial Advisor, Effective as of the Petition Date* [ECF No. 223] and the Court's *Order Granting Debtor's Motion Pursuant to 11 U.S.C. §§ 105(a) and 331, And Fed. R. Bankr. P. 2016, Authorizing and Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 321] (the "Interim Compensation Procedures Order").

In support of this Statement, Province respectfully represents as follows:

1. Province hereby seeks allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred as Debtor's financial advisor during the period from May 1, 2024 through May 31, 2024 (the "Statement Period").

2. Province seeks allowance and payment of interim compensation for fees in the amount of \$6,542.40, representing 80% of the \$8,178.00 in fees incurred for services rendered during the Statement Period, plus reimbursement of \$0.00, representing 100% of the expenses incurred during the Statement Period, for a total award of \$6,542.40 for the Statement Period.

3. Attached hereto as **Exhibit A** is the name of each timekeeper who performed services in connection with the Chapter 11 Case during the Statement Period, and the hourly rate for each such timekeeper.

4. Attached hereto as **Exhibit B** is a task code summary.

5. Attached hereto as **Exhibit C** is a detailed invoice of time expended by the timekeepers who performed services during the Statement Period and of the expenses paid during the Statement Period.

6. On the same date this Statement was filed, Province served a copy of this Statement via electronic mail/notice on the following parties (each a "Notice Party," and collectively, the "Notice Parties"):

- i. Cash Cloud, Inc., c/o Ayala & Associates, 300 S. 4th Street, 16th Floor, Las Vegas, NV 89101 (Attn: Daniel Ayala; dayala@ayalalaw.com);
- ii. Fox Rothschild, LLC, 1980 Festival Plaza Drive, Suite 700, Las Vegas, Nevada 89135 (Attn: Brett A. Axelrod, Esq.; baxelrod@foxrothschild.com); counsel to Debtor;
- iii. United States Trustee Tracey Hope Davis, 300 Las Vegas Boulevard South, Suite 4300, Las Vegas, NV 89101 (Attn: Jared A. Day, Trial Attorney; Jared.A.Day@usdoj.gov);
- iv. Seward & Kissell, LLP, One Battery Park Plaza, New York, NY 10004 (Attn: Robert J. Gayda; gayda@sewkis.com; Catherine V. LoTempio; lotempio@sewkis.com; Andrew J. Matott; matott@sewkis.com), and McDonald Carano, LLP, 2300 West Sahara Avenue, Suite 1200, Las Vegas, NV 89102 (Attn: Ryan J. Works; rworks@mcdonaldcarano.com), counsel to the Official Committee of Unsecured Creditors;

- v. Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL 33131 (Attn: Jordi Gusó; JGuso@bergersingerman.com), and Sylvester & Polednak, Ltd., 1731 Village Center Circle, Las Vegas, NV 89134 (Attn: Jeffrey R. Sylvester; Jeff@SylvesterPolednak.com; counsel to DIP lender CKDL Credit, LLC;
- vi. Morrison & Foerster LLO, 250 West 55th Street, New York, NY 10019-9601 (Attn: Andrew Kissner; akissner@mofo.com; Gary Lee; glee@mofo.com), and Shea Larsen, 1731 Village Center Circle, Suite 150, Las Vegas, NV 89134 (Attn: James Patrick Shea; jshea@shea.law; Bart K. Larsen; blarsen@shea.law; Kyle M. Wyant; kwyant@shea.law); counsel to Enigma Securities Limited; and
- vii. Clearly Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006, (Attn: Sean A. O'Neal; soneal@cgsh.com; Jane VanLare; jvanlare@cgsh.com), and Snell & Wilmer L.L.P., 3883 Howard Hughes Parkway, Suite 1100, Las Vegas, NV 89169 (Attn: Robert R. Kinan; rkinan@swlaw.com); counsel to Genesis Global Holdco, LLC.

7. Pursuant to the Interim Compensation Procedures Order, each Notice Party will have twenty (20) days after service (or the next business day if the 20th day is not a business day) of a Monthly Fee Application (the “Objection Deadline”), to object to the requested fees and expenses in accordance with the procedures described in subparagraph (b) set forth on page three of the Interim Compensation Procedures Order.

8. If no objections are raised on or before the Objection Deadline, Province shall file a certificate of no objection with the Court, after which Debtor shall be authorized to pay to Province an amount equal to 80% of the fees and 100% of the expenses incurred during the period covered by this Statement.

9. If an objection is properly filed before the Objection Deadline, Province shall file a certificate of no objection with the Court with respect to the fees and expenses, if any, that are not subject to objection (the “Undisputed Fees” and “Undisputed Expenses”), after which the Debtor shall be authorized to pay to Province an amount equal to 80% of the Undisputed Fees and 100% of the Undisputed Expenses incurred during the period covered by this Statement.

10. Province acknowledges that the interim payment of compensation and reimbursement of expenses sought in this Statement does not constitute a request for final allowance of such compensation and reimbursement of expenses. At the conclusion of the Chapter 11 Case, Province will seek final allowance of the fees charged and expenses incurred for the entirety of the Chapter 11

1 Case, and any interim fees and expenses received during the course of the Chapter 11 Case will be
2 credited against such fees and expenses that are allowed on a final basis.

3 11. Neither Province nor any member of Province has any agreement or understanding of
4 any kind to divide, pay over, or share with any other person, except as among the members of
5 Province, any portion of the fees or expenses to be awarded pursuant to this Statement.

6 DATED: June 28, 2024

PROVINCE, LLC

8 By: /s/ Daniel Moses

9 Daniel Moses
2360 Corporate Circle, Suite 340
10 Henderson, Nevada 89074
Telephone: (702) 685-5555
11 Email: dmoses@provincefirm.com

12 *Financial Advisor to Debtor*

13 Submitted By:

14 **FOX ROTHSCHILD LLP**

15 By: /s/Brett A. Axelrod

16 BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
17 NICHOLAS A. KOFFROTH, ESQ.
Nevada Bar No. 16264
18 1980 Festival Plaza Drive, Suite 700
19 Las Vegas, Nevada 89135
20 *Counsel for Debtor*

EXHIBIT A**Summary of Province Professionals and Paraprofessionals**

May 1, 2024 through May 31, 2024

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
Tanner James	Vice President - Corporate restructuring.	\$630	1.8	\$1,134.00
Spencer Stires	Associate - Quantitative finance and programming.	\$480	14.0	\$6,720.00
	Subtotal		1.8	\$7,854.00
	Blended Rate for Professionals	\$4,363.33		
Para Professionals		Hourly Billing Rate	Total Hours Billed	Total Compensation
Laura Conn	Matter Administrator	\$270	1.1	\$297.00
Eric Mattson	Matter Manager	\$270	0.1	\$27.00
	Subtotal		1.1	\$324.00
			Fee Statement Hours	Total Compensation
	Grand Total		2.9	\$8,178.00
	Blended Rate for All Billers	\$2,820.00		

EXHIBIT B**Task Code Summary**

May 1, 2024 through May 31, 2024

Project Categories	Total Hours	Total Fees
Business Analysis / Operations	15.8	\$7,854.00
Fee / Employment Applications	1.2	\$324.00
Grand Total	17.0	\$8,178.00

EXHIBIT C

Invoice

May 1, 2024 through May 31, 2024

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

2360 Corporate Circle Suite 340
Henderson, NV 89074, United States
Tel: 702-685-5555
www.provincefirm.com

INVOICE

INVOICE DATE: 6/19/2024
INVOICE NO: 95516
BILLING THROUGH: 5/31/2024

Cash Cloud Inc d/b/a Coin Cloud

Coin Cloud - FA 2

Managed By: Daniel L Moses

INVOICE SUMMARY

PROFESSIONAL SERVICES

EMPLOYEE	HOURS	RATE	AMOUNT
Eric Mattson	0.10	\$270.00	\$27.00
Laura Conn	1.10	\$270.00	\$297.00
Spencer Stires	14.00	\$480.00	\$6,720.00
Tanner James	1.80	\$630.00	\$1,134.00
PROFESSIONAL SERVICES		17.00	\$8,178.00

EXPENSES

DESCRIPTION	AMOUNT
Research	\$0.60
EXPENSES TOTAL	\$0.60

AMOUNT DUE THIS INVOICE	\$8,178.60
-------------------------	------------

This invoice is due on 6/19/2024

2360 Corporate Circle Suite 340
Henderson, NV 89074, United States
Tel: 702-685-5555
www.provincefirm.com

INVOICE

INVOICE DATE: 6/19/2024
INVOICE NO: 95516
BILLING THROUGH: 5/31/2024

Cash Cloud Inc d/b/a Coin Cloud

Coin Cloud - FA 2

Managed By: Daniel L Moses

PROFESSIONAL SERVICES

DATE	EMPLOYEE	DESCRIPTION	HOURS	RATE	AMOUNT
5/1/2024	Tanner James	Business Analysis / Operations <i>Discussed update with management and committee professionals.</i>	1.20	\$630.00	\$756.00
5/1/2024	Eric Mattson	Fee / Employment Applications <i>Corresponded with P. Chlum re: fee statements.</i>	0.10	\$270.00	\$27.00
5/8/2024	Spencer Stires	Business Analysis / Operations <i>Redacted bank statements for March MOR.</i>	1.80	\$480.00	\$864.00
5/8/2024	Spencer Stires	Business Analysis / Operations <i>Began preparation of March MOR.</i>	1.80	\$480.00	\$864.00
5/8/2024	Spencer Stires	Business Analysis / Operations <i>Prepared financial exhibits for March MOR.</i>	1.70	\$480.00	\$816.00
5/8/2024	Spencer Stires	Business Analysis / Operations <i>Implemented feedback from T. James on March MOR.</i>	2.80	\$480.00	\$1,344.00
5/13/2024	Spencer Stires	Business Analysis / Operations <i>Edited and revised the March MOR form.</i>	1.90	\$480.00	\$912.00
5/17/2024	Laura Conn	Fee / Employment Applications <i>Drafted 14th Monthly (April) Fee Statement (1.0). Emailed to J. Bland for review (0.1).</i>	1.10	\$270.00	\$297.00
5/19/2024	Spencer Stires	Business Analysis / Operations <i>Discussed MOR with T. James.</i>	0.60	\$480.00	\$288.00
5/19/2024	Tanner James	Business Analysis / Operations <i>Discussed MOR with S. Stires.</i>	0.60	\$630.00	\$378.00
5/21/2024	Spencer Stires	Business Analysis / Operations <i>Drafted response to inquiry on the MOR.</i>	1.70	\$480.00	\$816.00
5/21/2024	Spencer Stires	Business Analysis / Operations <i>Reevaluated professional fee filings in response to MOR inquiry.</i>	1.70	\$480.00	\$816.00
TOTAL SERVICES			17.00		\$8,178.00

2360 Corporate Circle Suite 340
Henderson, NV 89074, United States
Tel: 702-685-5555
www.provincefirm.com

INVOICE

INVOICE DATE: 6/19/2024
INVOICE NO: 95516
BILLING THROUGH: 5/31/2024

Cash Cloud Inc d/b/a Coin Cloud

EXPENSES

DATE	EMPLOYEE	DESCRIPTION	AMOUNT
Research:			
5/6/2024	Pacer	Research <i>Pacer allocation for Q1 2024 - Coin Cloud</i>	\$0.60
TOTAL EXPENSES			\$0.60
SUBTOTAL			\$8,178.60
AMOUNT DUE THIS INVOICE			\$8,178.60

This invoice is due upon receipt

Please remit payment to:
Province, LLC

Wire Instructions:
Meadows Bank
Account
Routing

EIN #26-3657461